

LAW OFFICES  
**McGLINCHEY STAFFORD LANG**  
A PROFESSIONAL LIMITED LIABILITY COMPANY

NEW ORLEANS  
HOUSTON  
BATON ROUGE  
LITTLE ROCK  
JACKSON  
FORT SMITH  
LAKE PROVIDENCE

2777 STEMMONS FREEWAY  
SUITE 925  
DALLAS, TEXAS 75207

TELEPHONE (214) 860-9700  
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DIRECT DIAL:

May 28, 1997

RECORDATION NO. *15494-N, O, P, Q*

FILED

MAY 29 '97

1-21 PM

MAY 29 1 21 PM '97

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

Secretary  
Surface Transportation Board  
1925 K Street N.W., Room 704  
Washington, D.C. 20036  
Attention: Recordation

RE: Documents for Recordation  
Trinity Industries Leasing Company  
Equipment Trust (Series 6, Second Supplement)

Dear Ladies and Gentlemen:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between Trinity Industries Leasing Company (the "Company") and Texas Commerce Bank National Association, as Successor Trustee (the "Bank");
2. Two (2) executed originals of an Assignment, a primary document, dated May 23, 1997, between the Company ("Assignor") and the Bank, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Company ("Seller") and the Bank, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated May 23, 1997, between the Bank, as Trustee ("Seller") and the Company ("Buyer").

The enclosed Second Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2 and 3, above, relate to the Equipment Trust Agreement dated as of January 15, 1988 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494 on February 4, 1988, along with an Assignment and Bill of Sale under Recordation Nos. 15494-A and 15494-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 5, 1996 between the Company and the Bank, as Trustee, which was filed and recorded under Recordation No. 15494-J on December 19, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 15494-K and 15494-M, respectively.

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The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty-Six (56) railcars and the lease thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to the Company.

We request that the Assignment be cross-indexed.

The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of the Bank, the Trustee, is 2200 Ross Avenue, 5th Floor, Dallas, Texas 75201.

The railroad equipment covered by the Second Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.

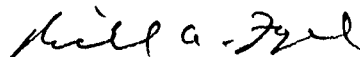
Enclosed is our check in the amount of \$96.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Second Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Second Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Second Supplement to Equipment Trust Agreement, a primary document, dated as of May 23, 1997, between the Company (as vendor and lessee), and the Bank, as Trustee, and covering Eighty (80) railroad cars, and (ii) Assignment, a primary document, dated May 23, 1997, between the Company (as Assignor), and the Bank, as Trustee, and covering Eighty (80) railroad cars.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated May 23, 1997, between the Company (as Seller), and the Bank, as Trustee (as Buyer), and covering various railroad cars, and connected to the Second Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated May 23, 1997, between the Bank, as Trustee (Seller) and the Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of January 15, 1988 referred to above.

Very truly yours,



Richard A. Fogel

Enclosures

TRINITY INDUSTRIES LEASING COMPANY

(Series 6-2)

RECORDATION NO.

FILED

Equipment Trust, Series 6

15494-P

MAY 29 '97

1-21 PM

Bill of Sale

THIS AGREEMENT, dated the 23 day of May, 1997, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and Texas Commerce Bank National Association, as Successor Trustee (hereinafter called "Buyer"), as contemplated by the Second Supplement to Equipment Trust Agreement dated as of May 23, 1997, supplementing and amending the Equipment Trust Agreement dated as of January 15, 1988 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Eighty (80) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

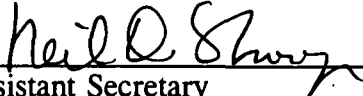
TRINITY INDUSTRIES LEASING COMPANY

By:

  
F. Dean Phelps  
Vice President

[SEAL]

ATTEST:

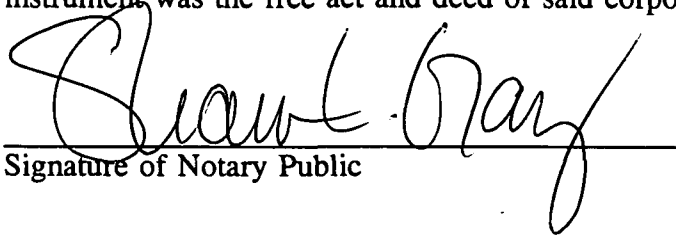
  
Assistant Secretary

STATE OF TEXAS

§  
§  
§

COUNTY OF DALLAS

On this 23 day of May, 1997 before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Signature of Notary Public



My Commission expires: \_\_\_\_\_

EXHIBIT A

1. Railroad Car Lease Agreement, dated July 10, 1989, between Trinity Industries Leasing Company and ADM Transportation Company covering the following described railroad cars (Partial Rider 14):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
80	5161 cu. ft. Lo Covered Hopper Cars	ADMX 49195-49208 ADMX 49210-49275

Series 6

EXHIBIT B  
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
80 Hopper Cars	Lo	5161 cu. ft.	ADMX 49195-49208 ADMX 49210-49275	09/96